

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO.

22264-H

JUN 09 '04

10:54 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

June 7, 2004

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated February 10, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22265.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center.  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Thompson Industries  
4260 South Arkansas Ave.  
Russellville, AR 72801

A description of the railroad equipment covered by the enclosed document is twenty-one (21) 60' centerbeam flatcars, with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(TOM015)

RECORDED NO.

22264-11 FILED

ASSGN. NO.: TOM015

JUN 09 '04

10-54 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10 day of February, 2004 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Thompson Industries, an Arkansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 22, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 15 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 30, 2004, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: GLORIA FREIBURGER  
Title: MGR OF DOCUMENTATION

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 10 day of February, 2004

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

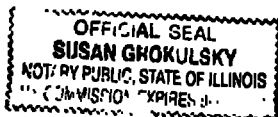
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10<sup>th</sup> day of February, 2004.

[Signature]  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

THOMPSON INDUSTRIES

ATTEST:

By: [Signature]  
Name: Ken Burge  
Title: Secretary/Treasurer

By: [Signature]  
Name: Kenneth L. Kenfrace  
Title: Vice President

Executed on this 23 day of January, 2004.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Pope

I, [Signature], a Notary Public of the County and State aforesaid, certify that Kenneth Kenfrace personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23 day of January, 2004.

[Signature]  
Notary Public

My Commission Expires:

2-01-2008  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Twenty-one (21)

**DESCRIPTION OF CARS:** 60' 8" 100-ton Centerbeam Flat Cars

**CAR NUMBERS:**

NOKL	728000
NOKL	728001
NOKL	728002
NOKL	728003
NOKL	728004
NOKL	728005
NOKL	728006
NOKL	728007
NOKL	728008
NOKL	728009
NOKL	728011
NOKL	728012
NOKL	728013
NOKL	728014
NOKL	728015
NOKL	728016
NOKL	728017
NOKL	728018
NOKL	728022
NOKL	728023
NOKL	728024